the AMAZING SPIDER-MAN

MARVEL

2

LGY#803

SPENCER
OTTLEY
RATHBURN
MARTIN

R.OTTLEY

Years ago as a high school student, PETER PARKER was bitten by a radioactive spider and gained the proportional speed, strength and agility of a SPIDER, adhesive fingertips and toes, and the unique precognitive awareness of danger called "SPIDER-SENSE"! After the tragic death of his Uncle Ben, Peter understood that with great power there must also come great responsibility. He became the crimefighting super hero called...

The Amazing SPIDER-MAN

BACK TO BASICS Part Two

Spinning webs of various sizes, catching thieves like so many flies...es--it's all S.O.P. in your friendly neighborhood! Well, Peter Parker's neighborhood could stand to be friendlier--he's paycheck-to-paycheck again, which means an apartment with roommates. Speaking of paychecks, Pete needs to find a new way to get them--his professional neighborhood just turned hostile. Plagiarism-detecting software found his doctoral dissertation was written by Otto Octavius (who had stolen Pete's body at the time--we've all been there, right?), so his degree was revoked and he was fired from the *Daily Bugle*. He has the chance to make up the work at Empire State University, but there are strings attached. So--neighborhood of dubious friendliness. Let's see how Pete's holding up...

NICK SPENCER | writer RYAN OTTLEY | penciler
CLIFF RATHBURN | inker LAURA MARTIN | colorist
VC'S JOE CARAMAGNA | letterer
RYAN OTTLEY *and* LAURA MARTIN | cover artists
J. SCOTT CAMPBELL *and* SABINE RICH | variant cover artists
special thanks *to* ANTONIO RUIZ
ANTHONY GAMBINO | designer KATHLEEN WISNESKI | assistant editor NICK LOWE | editor
C.B. CEBULSKI | editor in chief JOE QUESADA | chief creative officer
DAN BUCKLEY | president ALAN FINE | executive producer

SPIDER-MAN
created by
STAN LEE
and
STEVE DITKO

© 2018 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

THE WORLD CAN BE A TOUGH PLACE.

ONE DAY YOU'RE JUST MINDING YOUR OWN BUSINESS, GOING YOUR OWN WAY, AND THEN SUDDENLY--

--EVERYTHING FALLS APART.

BLAM!

IT'S JUST THE NATURAL ORDER OF THINGS, RIGHT?

NO MATTER WHAT PATH WE TAKE, WE CAN BE SURE THERE'LL BE PAIN--

--BUT NOT FOR ME!

NO SIR, MY LIFE IS COMING UP NOTHING BUT SUNSHINE AND ROSES THESE DAYS.

KRAK!

UNFFF!

OKAY, YES, ALSO ANGRY SUPER VILLAINS--BUT MOSTLY SUNSHINE AND ROSES!

MAN MOUNTAIN MARKO AND THE RINGER (ALSO THE NAME OF A REALLY GREAT WEBSITE!). TWO TOTAL D-LISTERS WITH A TERRIBLE PLAN--

--ROBBING A BOOK FAIR THAT ADVERTISED SOME PRICEY FIRST EDITIONS. NO, I AM NOT KIDDING--

WHADDAYOU MEAN "DEPRECIATED"? I WANNA PUT THESE UP ON eBAY!

T-THEN, STOP STEPPING ON THEM?

DON'T LECTURE US, BUDDY! WE'RE NOT THE ONES GETTING PRICED OUT BY AMAZON!

--THEY WERE PROBABLY GONNA STEAL THE TOTE BAGS, TOO.

YEP. PRETTY LOW.

BUT I'M NOT GONNA LET THE BAD BEHAVIOR OF A FEW YOKELS POISON MY MOOD.

I PREFER TO SEE THE BEST IN MY FELLOW MAN. BELIEVE IN A KINDER, GENTLER WORLD. DO WHAT I CAN TO STAY POSITIVE--

--KEEP MY HEAD UP.

THANK YOU, THANK YOU, LADIES AND GENTLEMEN--I'LL NOW BE READING A CHAPTER FROM MY MEMOIRS, ENTITLED--

--NO, I DON'T LAY EGGS OR HAVE EIGHT ARMS (EXCEPT THAT ONE TIME): CONFESSIONS OF A NOT-QUITE SPIDER-MAN--OOH, WAITASEC--

A TWO-FOR-ONE DEAL? MAN, I AM A SUCKER FOR THOSE. YOU GET AN EXTRA ONE, AND IT'S FREE...

I'LL TAKE THESE.

S'ON THE HOUSE, SPIDEY!

HEY, APPRECIATE THAT, INDEPENDENT BOOKSELLER GUY!

HERE YOU GO, FELLAS.

FOR... US?

YEAH--I FIGURE WHERE YOU GUYS ARE GOING, YOU'RE GONNA HAVE A LOT OF EXTRA TIME ON YOUR HANDS. WORSE WAYS TO SPEND IT THAN READING SOME GREAT FICTION, RIGHT?

WOW.

DON'T MENTION IT! AND IF YOU GET PAROLED, MAYBE WE CAN BOOK CLUB IT! I'LL BRING BROWNIES--

--YOU JUST GOTTA ***PROMISE*** NO MORE ROBBERY-HOMICIDE SHENANIGANS!

HE SEEMS LIKE HE'S IN A REALLY POSITIVE PLACE.

YEAH, GOOD FOR HIM.

AND, HEY, THEY'RE NOT WRONG--

RIGHT NOW, I FEEL LIKE I CAN'T LOSE. LIKE I CAN DO ANYTHING. LIKE LIFE IS FINALLY, *FINALLY* GOING MY WAY.

AND TO ***WHAT*** DO I OWE THIS SUDDEN CHANGE IN ATTITUDE AND OUTLOOK? PRETTY SIMPLE, REALLY--

--ALL MY DREAMS JUST CAME TRUE.

MM-- MORNING, TIGER...

SLEEP OKAY?

DID I-- IF I ADMIT I WOKE UP PRETTY MUCH EVERY OTHER HOUR TO MAKE SURE YOU WERE STILL HERE, DOES THAT MAKE ME WEIRD?

YOU'RE *ALWAYS* WEIRD. BUT DON'T WORRY--

--I'M HERE.

--MARY JANE WATSON. THE LOVE OF MY LIFE.

WHICH IS A LITTLE HARD TO BELIEVE. I MEAN--

THE PERSON I'VE BEEN THROUGH EVERYTHING WITH. GOOD TIMES--

--AND WORST TIMES.

CLICK!

THROUGH IT ALL, WE'VE BUILT A BOND THAT'S LIKE NOTHING I'VE EVER KNOWN BEFORE.

SHE KNOWS ME BETTER THAN ANYONE--

--AND STILL SOMEHOW LOVES ME.

SORRY, IT'S JUST--

A LOT. YEAH. I'M KINDA... STILL PROCESSING MYSELF.

I MEAN, OBVIOUSLY WE HAVE BEFORE. AND WE'VE ***TRIED*** A BUNCH OF TIMES SINCE, SORTA, BUT--

--SOMETHING ALWAYS GOT IN THE WAY.

WELL, I GUESS IT'S A GOOD THING THAT'S NOT GOING TO BE A PROBLEM *ANYMORE*, RIGHT?

MJ--

IT'S A JOKE, PETE. YOU KNOW, THOSE THINGS YOU DO TERRIBLY AS SPIDER-MAN IN ORDER TO MAKE CRIMINALS THINK YOU'RE DANGEROUSLY INSANE?

LOOK, HERE'S HOW I SEE IT, TIGER--WE'VE BEEN GIVEN AN OPPORTUNITY HERE. A *FRESH START*, IF YOU WILL.

AND SURE, MAYBE THE CIRCUMSTANCES ARE A LITTLE...*UNUSUAL*. TERRIFYING, EVEN. BUT HERE'S THE THING--

I STILL LOVE YOU, PETER. NEVER REALLY STOPPED, IF I'M HONEST. AND YOU--

YEAH. YEAH, ME TOO.

WELL THEN, TIME'S WASTING, RIGHT? LET'S GET THIS SHOW ON THE ROAD.

OR--HEAR ME OUT-- WE COULD STAY IN BED.

OOH, NICE OFFER, CHAMP--

--BUT I AM PRETTY CERTAIN THERE IS NO COFFEE IN THIS BED.

MAYBE YOU JUST HAVEN'T LOOKED HARD ENOUGH. I FOUND A *LIFESAVER* ONCE!

SEE, YOU SHOULD PUT THE MASK ON BEFORE YOU MAKE A JOKE LIKE THAT. I'D NEVER ROB A BANK AGAIN. REGARDLESS--

--DON'T YOU HAVE CLASS?

YEAH, ABOUT THAT-- I GUESS LIFE'S NOT *ENTIRELY* PERFECT RIGHT NOW--

--SINCE I STILL HAVE THIS GUY TO DEAL WITH!

THE LIZARD, A.K.A. ***DOCTOR CURT CONNORS.*** ALL-AROUND GOOD GUY WHO TURNS INTO A NOT-AT-ALL-GOOD GIANT SEWER MONSTER WITH ALARMING REGULARITY.

AND NOW HE'S RUNNING WILD ON THE EMPIRE STATE CAMPUS!

OKAY, EVERYONE, ***DON'T PANIC!*** EXPERIENCED SUPER-VILLAIN ATTACK PERSON HERE! FIND YOUR NEAREST EXIT! MAKE YOURSELF BIG ON THE WAY OUT--HE'S MORE AFRAID OF YOU THAN YOU ARE OF--

HEY, DO YOU PEOPLE HEAR ME? STOP, DROP AND ROLL! THAT'S ***THE LIZARD*** UP THERE--

APOLOGIESSS, CLASSSS.

THIS IS ONE OF MY FORMER T.A.SSSS, PETER PARKER--

WAIT, WHY ARE YOU INTRODUCING ME? AND WHY ARE THEY NOT GETTING ***EATEN?***

AHEM, MR. PARKER--

PROFESSOR CONNORS HERE IS NOT A THREAT TO ANYONE.

HE IS AN ESTEEMED MEMBER OF OUR FACULTY--

YEAH, THE FACULTY OF *EVIL!*

ONE SSSSECOND--

NNN-- THERE WE-- NFF--ARE THEN--

MAYBE *THIS* WILL MAKE THINGS A LITTLE EASIER.

DOC CONNORS! UM, SORRY FOR THE FREAK-OUT? I JUST--

IT'S ALL RIGHT, PETER. AND PERFECTLY *UNDERSTANDABLE*, GIVEN PAST HISTORY. BUT THESE DAYS, I HAVE MY MUTATIONS INTO LIZARD FORM VERY MUCH UNDER CONTROL.

RIIIGHT...NO OFFENSE, DOC, BUT-- THIS ISN'T EXACTLY THE FIRST TIME YOU'VE THOUGHT THAT. ARE YOU SURE YOU HAVEN'T EATEN ANYONE? MAYBE JUST A *FINGER?*

QUITE SURE, THANKS TO THIS--

--A SURGICALLY EMBEDDED, ADAMANTIUM-ENCASED *INHIBITOR CHIP.*

IF AS THE LIZARD, I TRY TO HARM ANY LIVING HUMAN BEING IN ANY WAY--IF I SO MUCH AS *HISS* IN THE WRONG DIRECTION--

--THE CHIP PARALYZES ME UNTIL I EVENTUALLY REVERT TO HUMAN FORM. IT'S A BREAKTHROUGH WE PIONEERED--

--RIGHT HERE IN THIS CLASS.

SO THEY JUST--LET YOU TEACH HERE AGAIN? I MEAN, I GET YOU HAD TENURE, BUT THERE WAS ALSO THAT TIME YOU TRIED TO ERADICATE ALL HUMANITY AND REPLACE US WITH REPTILES--

ALL VERY *UNFORTUNATE*, OF COURSE--

--BUT IN LIGHT OF THE DOZENS OF PATENTS PROFESSOR CONNORS HAS SO *GENEROUSLY* SIGNED OVER TO THE UNIVERSITY SINCE HIS RETURN, WE FELT IT WAS ONLY FAIR HE BE GIVEN A SECOND CHANCE--

--PROVIDED HE COULD ADDRESS OUR CONCERNS REGARDING THE *SAFETY* OF OUR STUDENTS.

IT WAS THE GENOME RESEARCH WORTH HUNDREDS OF MILLIONS THAT *REALLY* CONVINCED THEM IT WAS SAFE.

OH, YOU KIDDER, PROFESSOR. BUT MR. PARKER, YOU'D DO WELL TO REMEMBER IT'S IN THAT SAME SPIRIT OF SECOND CHANCES THAT DOCTOR CONNORS IS OFFERING *YOU* THIS OPPORTUNITY--

YEAH, ABOUT THAT--I GUESS I'M STILL A LITTLE CONFUSED... WHAT EXACTLY IS THIS OPPORTUNITY?

ISN'T IT OBVIOUS, PETE?

I'D LIKE YOU TO JOIN MY CLASS.

WOW, YOU MEAN--*ME?* GO BACK TO SCHOOL? DOC, I DUNNO IF--

HOLD THAT THOUGHT, PETE-- CLASS, LET'S GO AHEAD AND BREAK INTO YOUR SMALL GROUPS. MR. PARKER AND I NEED TO FINISH THIS CONVERSATION *PRIVATELY*--

"--JUST TWO OLD FRIENDS CATCHING UP."

I SHOULDA GONE TO COLLEGE.

EH, IT'S OVERRATED. I WAS IN THE ACADEMIC SECTOR, REMEMBER?

YEAH, BUT COME ON. *YOUR* SCHOOL WAS A LITTLE DIFFERENT--

WHAT'S THAT SUPPOSED TO MEAN?

THE STUDENT BODY WAS MOSTLY SWEATY, ANGRY DUDES.

HEY, NOW--

--I WON'T HAVE YA IMPUGN THE INTEGRITY OF THE *TASKMASTER SCHOOL OF GOOD GOONING* LIKE THAT.

WELL, YOU SEEM HAPPIER IN THE PRIVATE SECTOR. THAT'S ALL I'M SAYING.

HARD NOT TA BE, WITH A PAYCHECK LIKE WE'RE GETTIN' FOR THIS ONE, BLACK ANT. NOW--

"--LET'S GO GET US WHAT'S IN THAT CLASSROOM."

YOU HAVE SOME RESERVATIONS.

LOOK, DOC-- IT'S NOT THAT I DON'T ***APPRECIATE*** THE OFFER, IT'S JUST--NOT REALLY SOMETHING I SAW MYSELF DOING, YOU KNOW? I HAVE A LOT ON MY PLATE--

DO YOU? YOU JUST LOST YOUR JOB IN A MAJOR ETHICS SCANDAL, PETE.

YOU ***SAW*** THAT? MAN, EIGHT IN-DEPTH ARTICLES ON CLIMATE CHANGE'S IMPACT ON THE OLYMPICS--YOU CAN'T PAY PEOPLE TO READ THEM. ONE HEADLINE ABOUT A *BUGLE* EDITOR GETTING ACCUSED OF PLAGIARISM, EVERYBODY'S SUDDENLY A ***SUBSCRIBER.*** IT WASN'T--

YOU DON'T NEED TO EXPLAIN IT TO ME--

I'M ***SURE*** THERE'S MORE TO THAT PARTICULAR STORY. AND YOU'VE BEEN THERE FOR ME ENOUGH TIMES, I'M JUST GLAD TO GET TO RETURN THE FAVOR FOR ONCE.

BUT LISTEN, THIS ISN'T JUST ABOUT ATONING FOR WHATEVER YOU DID OR ***DIDN'T*** DO--

--THIS IS AN ACCELERATED PROGRAM FOR THE BEST YOUNG MINDS IN THE COUNTRY. JUST LIKE YOU WERE DOING WITH ***PARKER INDUSTRIES***, EXCEPT HERE--THE UNIVERSITY'S CONCERNS ASIDE--

--WE GET TO DO IT JUST FOR THE PURE JOY OF DISCOVERY.

SCIENCE FOR SCIENCE'S SAKE. JUST LIKE WE USED TO TALK ABOUT...

AND ***THAT'S*** WHY I REALLY WANT YOU HERE. BECAUSE UNDERNEATH ALL THE PERPETUALLY RUNNING LATE AND THE WEIRD TALKING TO YOURSELF HABIT IS A TRULY ***BRILLIANT*** MIND--

--AND I'D HATE TO SEE THAT GO TO ***WASTE.***

SO BEFORE YOU MAKE A DECISION, THERE'S SOMETHING I'D LIKE YOU TO TAKE A LOOK AT...

WHOA, I-- I RECOGNIZE THIS. IT'S THE--

ISOTOPE GENOME ACCELERATOR. AND I'D IMAGINE YOU WOULD.

YOU WOULD?

SURE. YOU MENTIONED IT IN YOUR FIRST EDITORIAL AT THE *BUGLE*. AND IN YOUR BIG KEYNOTE AT PARKER INDUSTRIES.

YOU ALWAYS TALK ABOUT THE DAY YOU WENT TO SEE IT IN ACTION, ON A HIGH SCHOOL FIELD TRIP. HOW IT REDOUBLED YOUR LOVE OF SCIENCE. YOU SAID IT CHANGED YOUR LIFE FOREVER!

OH YEAH, IT ***DEFINITELY*** DID THAT...

BUT WHAT ARE YOU ALL DOING WITH IT HERE? THIS THING CAN DO SOME PRETTY CRAZY STUFF...

LIKE, I DUNNO--

--CAUSE A RADIOACTIVE SPIDER TO BITE SOMEBODY ON THE HAND AND TURN THEM INTO SPIDER-MAN?!

WELL, AS YOU KNOW, THE ACCELERATOR IS OFTEN USED TO TRANSMUTE CHARACTERISTICS OF ONE ORGANISM ON TO ANOTHER.

BELIEVE ME, I KNOW.

SO WHAT WE'RE TRYING TO DO HERE IS ***REVERSE-ENGINEER*** THE EFFECT-- SO IF WE ISOLATE AND DIVIDE HYBRID PROPERTIES--

YOU MEAN LIKE A LIZARD AND A HUMAN.

PRECISELY. WHICH IS WHY I WAS IN MY OTHER FORM WHEN YOU CAME IN. DIAGNOSTIC TESTS--

YEAH, WELL, PENCILS DOWN, PAL--

--TEST IS OVER.

TASKMASTER AND THE BLACK ANT. COUPLE OF WASHOUT HIRED GUNS.

YOU FAILED, BY THE WAY.

YOUR PARENTS ARE DISAPPOINTED AND WONDERING WHY YOU COULDN'T BE MORE LIKE YOUR COUSIN. SHE GOT INTO ***BROWN.***

LAST I HEARD OF THEM THEY WERE WITH HYDRA. I GUESS THEY GOT LAID OFF?

BUT WHAT ARE THEY DOING HERE? WHAT COULD THEY WANT WITH--

--THE ACCELERATOR! I'D BET THAT FETCHES A PRETTY MEAN PRICE ON THE BLACK MARKET.

CAN'T LET THESE GUYS GET THEIR HANDS ON IT, BUT WHAT AM I SUPPOSED TO DO? NO WINDOWS, NO CLOSETS. NO WAY TO STOP THEM WITHOUT BLOWING MY COVER--

IF ONLY THERE WERE SOME ***OTHER*** SUPER-POWERED PERSON IN THE ROOM WHO COULD FIGHT THEM OFF.

CLASS! GET BEHIND ME, I--

DAMN IT--I CAN'T MOVE! THE INHIBITOR CHIP--

SERIOUSLY?! THE ***ONE TIME*** HIS "I'VE GOT THE LIZARD UNDER CONTROL" TRICK ACTUALLY WORKS?

OKAY, NOW THIS IS DEFINITELY IN THE "DOESN'T LOOK GOOD" STAGE OF HOW IT LOOKS. UNLESS--

HEY, UH, MR. TASKMASTER-GUY? I HAD A QUESTION--

--IS THAT A MASK OR YOUR REAL FACE?

WHAT'D YOU JUST SAY TO ME?!

NOT COOL, MAN. HE'S SENSITIVE ABOUT THAT.

SORRY, IT'S JUST--I KNOW IT *USED* TO BE A MASK, BUT THEN I HEARD SOMETHING HAPPENED. AND THAT DOES LOOK SCARY GROSS--

--SO, I WAS JUST CURIOUS WHICH SUPER HERO RIPPED YOUR FACE-SKIN OFF. WAS IT *WOLVERINE?* BET IT WAS WOLVERINE.

WHY, YOU LITTLE--

THAT'S IT, PETE--GET HIM MAD. MAD ENOUGH TO--

--THROW YOU OVER THERE!

PETER!

SEE? I TOLD YOU. THAT'S HIS HURT FACE.

OKAY, NOW THAT EVERYONE ELSE IS OVER THAT WAY AND DISTRACTED BY THE ARMED TERRORISTS--

--TIME TO PUT ALL THOSE GRADE SCHOOL CHEMISTRY SET DISASTERS TO GOOD USE.

FOOOM!

KAFF *KAFF*--WHAT THE HELL JUST HAPPENED?!
I'LL TELL YOU WHAT HAPPENED, BONEHEAD--
--SCIENCE HAPPENED!
WHICH DOESN'T SOUND *THAT* INTIMIDATING, I KNOW.
BUT TRUST ME, THIS IS A VENGEFUL SCIENCE--
--AND IT'S TESTING ITS HYPOTHESIS FOR JUSTICE!
SIGH SPIDER-MAN. NO WONDER THE CLIENT WAS WILLING TO PAY SO DAMN MUCH.
YOU THINK HE KNEW? WOW, IT'S LIKE YOU CAN'T EVEN TRUST THE MEGA-RICH EMPLOYERS OF HIRED KILLERS ANYMORE.
WELL, WHOEVER HIRED YOU GUYS--

--I HAVE A FEELING THEY'LL BE ASKING FOR A *REFUND!*

BUT I HAVE NO IDEA HOW THAT WORKS. OR HOW YOU GUYS EVEN GET PAID? IS IT PAYPAL? TOUGH TO GET REFUNDS ON THAT PAYPAL.

UNFFF!

BUT, HEY, JUST FOR THE RECORD, I'M NOT ON BOARD WITH THAT.

I DON'T THINK A REFUND WOULD BE FAIR TO YOU GUYS!

I MEAN, COME ON, YOU'RE--*OOOFF*-- CLEARLY GIVING THIS YOUR ALL--

--IT'S NOT YOUR FAULT YOU RAN INTO SOME TECHNICAL DIFFICULTIES!

OH GOD, THE QUIPPING, IT BURNS--

NO SIR, IF I WERE TO RATE YOUR SUPER VILLAINY, I'D GIVE YOU THE FULL FIVE STARS!

AGGH! WATCH IT, O'GRADY!

OKAY, MAYBE I'D DOCK ONE BECAUSE YOU DON'T ACTUALLY SEEM TO WORK WELL AS A TEAM.

WHICH IS WEIRD, BECAUSE--

--AT LEAST FROM WHERE I'M STANDING--

--YOU TWO LOOK PRETTY CLOSE!

AND THAT, CLASS, IS WHAT HAPPENS IF YOU DON'T PAY YOUR STUDENT LOANS.

LET THAT BE A LESSON TO US ALL.

SPIDER-MAN-- IT'S GREAT TO SEE YOU, BUT--HOW DID YOU KNOW TO BE HERE? HOW DID YOU EVEN GET IN?

PROPORTIONAL TELEPORTATION ABILITIES OF A SPIDER! COME ON, I THOUGHT YOU WERE A ***SCIENTIST***, DOC. YOU'RE SUPPOSED TO KNOW THIS STUFF.

BUT I GUESS I'LL BE GETTING ALONG, SINCE IT LOOKS LIKE EVERYONE IS OKAY--

--WELL, ***ALMOST*** EVERYBODY. HERE, PAL, LEMME GIVE YOU A HAND...

HEY, WAITASEC! I KNOW YOU--

--YOU'RE PETER PARKER!

AND YOU-- YOU'RE SPIDER-MAN!

TO BE CONTINUED!

NEXT:

Issue #3

Let us know how we're doing! Drop us a line at SPIDEYOFFICE@MARVEL.COM!
Be sure to mark it "Okay to print"!

ZONE